

LO2000003022

SILVER LINING STUDIOS, LLC.

3315 MAGGIE BLVD. SUITE 100
ORLANDO, FL. 32811

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Tuesday, January 29, 2002
Reference: Filing Articles of Organization

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****160.00 ****160.00

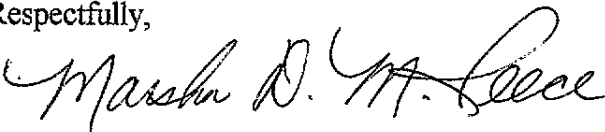
To Whom It May Concern:

Enclosed, please find the Articles of Organization for Silver Lining Studios, LLC., and a check in the amount of \$160.00. for the following:

\$100.00	Filing Fee
\$ 25.00	Designation of registered agent
\$ 30.00	Certified Copy
\$ 5.00	Certificate of status

I can be reach during normal business hours at (407) 310- 1193.

Respectfully,



Marsha D.M. Reece
President
Silver Lining Studios, LLC.
Enclosure (2)
rrj

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
SILVER LINING STUDIOS, L.L.C.**

The undersigned incorporators, for the purpose of forming a limited liability company under the Florida Business Corporation Act, hereby adopt the following Articles of Organization.

ARTICLE I

The name of the Limited Liability Company is:

SILVER LINING STUDIOS, L.L.C.

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company is:

**3315 MAGGIE BLVD.
SUITE 100
ORLANDO, FLORIDA 32811**

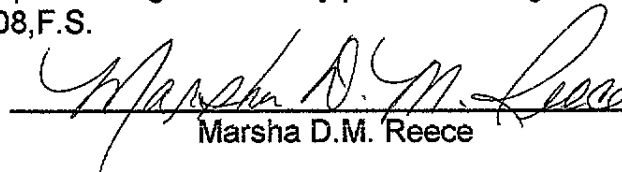
ARTICLE III

The name and the Florida address of the registered agent are:

**MARSHA D.M. REECE
1850 LONG POND DRIVE
LONGWOOD, FLORIDA 32779**

Having been named as registered agent and to accept services of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Signed:


Marsha D.M. Reece

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ARTICLE IV

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager – managed company. The officers are as follows:

President:	Marsha D.M. Reece
Vice President:	Lavinia N. Thomson
Secretary:	Wendy Almstead

The ownership of the Silver Lining Studios, L.L.C. is as follows:

BUSTIN' LOOSE PRODUCTIONS, INC.	65%
1850 LONG POND DRIVE	
LONGWOOD, FL. 32779	
NETANE INTERNATIONAL & ASSOCIATES	30%
6464 HIDDEN DALE AVE.	
ORLANDO, FL. 32819	
WENDY'S KCDA PRODUCTIONS	5%
9158 GREAT HERON CIRCLE	
ORLANDO, FL. 32836	
TOTAL	100%

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TALLAHASSEE, FLORIDA

ARTICLE V

The L.L.C. shall have the power to engage in any lawful film, video, and audio recording and production activity or any lawful business activity for which L.L.C.s' may be organized under the Florida Business Corporation Act.

ARTICLE VI

The L.L.C. shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suite, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the L.L.C.) by of the fact that the person is or was a director or officer of the L.L.C., or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the L.L.C., or served at the request of the L.L.C. as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture,

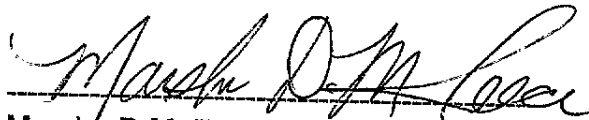
trust or other enterprise. In addition, the L.L.C. shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporations Act.

ARTICLE VII

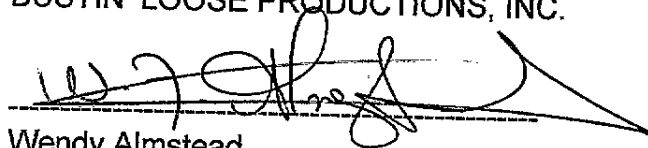
The bylaws of the L.L.C. may be amended by majority vote of the shareholders.

ARTICLE VIII

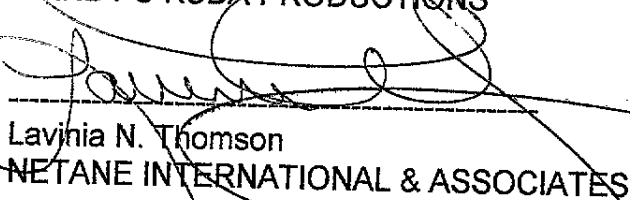
The names and addresses of the incorporators of these Articles are listed above. The undersigned incorporators has executed these Articles of Organization on this 30TH day of January, 2002.



Marsha D.M. Reece
BUSTIN' LOOSE PRODUCTIONS, INC.



Wendy Almstead
WENDY'S KCDA PRODUCTIONS



Lavinia N. Thomson
NETANE INTERNATIONAL & ASSOCIATES

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